

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Bankr. Case No. 03-12872 (JLP)
	:	
Debtor.	:	
	:	
MAGTEN ASSET MANAGEMENT CORP. AND	:	Civil Case No. 04-1494 (JJF)
LAW DEBENTURE TRUST COMPANY OF NEW	:	
YORK,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Defendant.	:	
	:	

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

PLEASE TAKE NOTICE that William E. Chipman, Jr., Esquire is no longer with the firm of Greenberg Traurig, LLP, counsel for Defendant, Northwestern Corporation, and hereby should be removed from all service lists as counsel to Northwestern Corporation.

PLEASE ENTER the appearances of Victoria W. Counihan, Esquire and Dennis A. Meloro, Esquire of Greenberg Traurig, LLP as counsel for Northwestern Corporation.

Dated: January 26, 2006

GREENBERG TRAURIG, LLP

/s/ Victoria W. Counihan
Victoria W. Counihan (No. 3488)
Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000

CERTIFICATE OF SERVICE

I, Victoria W. Counihan, hereby certify that on the 26th day of January, 2006, a true and correct copy of the *Notice of Withdrawal and Substitution of Counsel* was served upon the parties listed below via First Class, United States Mail.

Kathleen Miller, Esq.
Smith Katzenstein & Furlow
The Corporate Plaza
800 Delaware Avenue
Wilmington DE 19801

Elio Battista, Esq.
Blank Rome LLP
1201 North Market Street, Suite 800
Wilmington DE 19801

Dated: January 26, 2006

/s/ Victoria W. Counihan
Victoria W. Counihan (No. 3488)
GREENBERG TRAURIG, LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000